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Attorneys for Carolina Forge Co. and  
Meadville Forging Co.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: Delphi Corporation, et al., : Chapter 11  
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Debtors. : Case No. 05-44481 (RDD)  
: Jointly Administered  
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**OBJECTION OF (I) CAROLINA FORGE CO. AND MEADVILLE FORGING CO. TO  
THE NOTICE OF ASSUMPTION AND/OR ASSIGNMENT OF EXECUTORY  
CONTRACT OR UNEXPIRED LEASE TO QUALIFIED BIDDERS IN CONNECTION  
TO SALE OF DEBTORS' BEARING BUSINESS AND (II) CAROLINA FORGE CO. TO  
DEBTOR'S TWENTY SEVENTH OMNIBUS OBJECTION PURSUANT TO 11 U.S.C. §  
502(B) AND FED. R. BANKR. P. 3007 TO CERTAIN CLAIMS TO IMPLEMENT CURE  
PAYMENTS AND MODIFY GENERAL UNSECURED CLAIMS BY AMOUNT OF  
CURE PAYMENTS**

**I. Objection to the Notice of Assumption and/or Assignment**

Carolina Forge Co. ("Carolina") and Meadville Forging Co. ("Meadville" and, collectively with Carolina, the "Creditors"), by and through their undersigned counsel, hereby submit their objection to the Notice of Assumption and/or Assignment of Executory Contract or Unexpired Lease to Qualified Bidders in Connection to Sale of Debtors' Bearing Business (the "Notice"), filed by the Delphi Corporation and certain of its affiliates (the "Debtors") on or about

February 14, 2008 [Docket No. 12675]. In support of their objection, the Creditors state that they believe that there may be additional cure dollars owing to the Creditors with regard to the executory contracts and unexpired leases between the Debtors and the Creditors that the Debtors intend to assume and/or assign pursuant to the Notice.

On February 14, 2008, the Debtors filed their Notice, wherein they identified certain executory contracts or unexpired leases between the Debtors and Carolina<sup>1</sup> and Meadville<sup>2</sup> that the Debtors intend to assume and/or assign. Since receiving the Notice, the Creditors have been working to determine whether the Debtors' proposed cure amount for the Carolina Contracts and the Meadville Contracts (the "Notice Cure Amount") is correct. That investigation is ongoing.

The Creditors believe that the Notice Cure Amount for the Carolina Contracts and the Meadville Contracts may be incorrect. Creditors believe that there may be additional cure dollars owing to the Creditors with regard to the Carolina Contracts and the Meadville Contracts. *See Exhibits A & B*, attached hereto. Therefore, the Creditors object to the Notice to the extent that Debtors have identified the Notice Cure Amount in an amount that is less than actually due to the Creditors under the Carolina Contracts and the Meadville Contracts.

## II. Objection to Twenty Seventh Omnibus Objection

Carolina, by and through its undersigned counsel, hereby submits its objection to the Debtor's Twenty Seventh Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain Claims to Implement Cure Payments and Modify General Unsecured Claims by Amount of Cure Payments (the "Omnibus Objection"), filed by the Debtors on or about

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<sup>1</sup> Identified within the Notice as Purchase Order Numbers: 550025513, 550065141, 550077225, 550119466, 550200995, and 550147947 (the "Carolina Contracts").

<sup>2</sup> Identified within the Notice as Purchase Order Numbers: 550119463, 550197618, 550147143, 550147944, 550147945, and 550147946 (the "Meadville Contracts").

February 15, 2008 [Docket No. 12687]. In support of its objection, Carolina states that it believes that there may be additional cure dollars owing to Carolina with regard to the executory contracts and unexpired leases between the Debtors and Carolina that are not identified in the Omnibus Objection.

On February 15, 2008, the Debtors filed their Omnibus Objection, wherein they objected to the amount and treatment of the claims set forth in Carolina's claim no. 10703, filed July 25, 2006 (the "Claim"). In the Omnibus Objection propose a modification to the amount and treatment of the Claim, including a cure amount totaling \$270,600.49 (the "Objection Cure Amount"). Since receiving the Omnibus Objection, Carolina has been working to determine whether the Debtors' proposed Objection Cure Amount, as set forth in the Omnibus Objection, is correct. That investigation is ongoing.

WHEREFORE, the Creditors respectfully requests that the Court deny the Notice and the Omnibus Objection to the extent that the Debtors have understated the amount of the Notice Cure Amount or the Objection Cure Amount, and enter and order allowing a revised Notice Cure Amount and Objection Cure Amount in an amount to be determined by the parties or the Court.

Respectfully submitted,

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**CERTIFICATE OF SERVICE**

A true and correct copy of the foregoing objection has been filed electronically this 25th day of February, 2008, with the U.S. Bankruptcy Court for the Southern District of New York. Notice of this filing will be sent via electronic mail to all parties who have entered an appearance by operation of the Court's electronic filing system. Additionally, copies of the foregoing were served via regular U.S. Mail, proper postage pre-paid, upon the following parties:

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